

AUG 15 '12 -4 05 PM

SURFACE TRANSPORTATION BOARD

RECEIVED

VIA UPS 2nd DAY AIR

August 13, 2012

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E. Street S.W., Suite 100
Washington, DC 20423
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated July 6, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 24119.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Georgia Southwestern Railroad
c/o Genesee & Wyoming Inc.
13901 Sutton Park Dr. S, Suite 180
Jacksonville, FL 32224

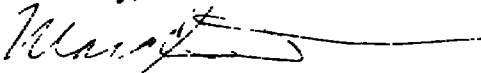
A description of the railroad equipment covered by the enclosed document is for five (5) flatcars having SMW marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter

Sincerely,



Marcia Dunne
Senior Documentation Specialist

Enclosures

(G:SWR040)

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ASSGN. NO.: GSWR040

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 6th day of July, 2012, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Georgia Southwestern Railroad, a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of March 1, 2002, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 31 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of July 6, 2012, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. SeymourName: RICHARD F. SEYMOUR
Title: VICE PRESIDENT SALES & MARKETINGBy: Georgia FreiburgName: GEORGIA FREIBURGERTitle: MGR. OF DOCUMENTATION Executed on this 6th day of July, 2012.

[CORPORATE SEAL]

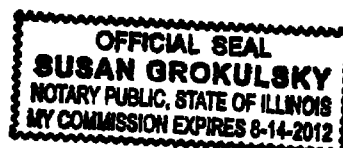
STATE OF ILLINOISCOUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 6th day of July, 2012

Susan Grokulskey
Notary Public

My Commission Expires:

8-14-2012
(Notary Public)

LESSEE:

GEORGIA SOUTHWESTERN RAILROAD

ATTEST:

By:

Name:

Title:

By: _____

Name: _____

Title: _____

Executed on this 27 day of June, 2012.

[CORPORATE SEAL]

STATE OF Florida

COUNTY OF Duval

I, Karen R. McClaskey, a Notary Public of the County and State aforesaid, certify that Gerald Gates personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 27 day of June, 2012.

Karen R. McClaskey
Notary Public

Commission Expires:

6/26/2015
(Notary Public)

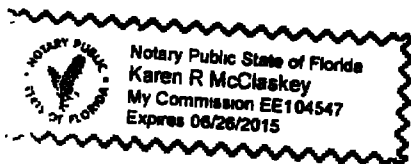


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Five (5)

DESCRIPTION OF CARS: 73' Centerbeam Flatcars

CAR NUMBERS:

1	SMW	738405
2	SMW	738426
3	SMW	738547
4	SMW	738644
5	SMW	738669